

as the Selling Shareholder Representative, in his sole discretion, may deem necessary or desirable and (iv) to cause the delivery of all documents to be delivered to Buyer pursuant to **Section 2.2**. The Selling Shareholder Representative shall send copies of notices it receives to the applicable Selling Shareholder.

(c) In the event that Walai or any substitute Selling Shareholder Representative dies, becomes unable to perform his responsibilities as Selling Shareholder Representative or resigns from such position, the Selling Shareholders having an aggregate percentage of greater than 50% of the Shares (or if after the Closing, who had immediately prior to the Closing an aggregate percentage of greater than 50% of the Shares) shall select another representative to fill such vacancy and such substituted Selling Shareholder Representative shall be deemed to be the Selling Shareholder Representative for all purposes of this Agreement.

(d) All decisions and actions by the Selling Shareholder Representative, including without limitation any agreement between the Selling Shareholder Representative and Buyer relating to indemnification obligations of Buyer under **Section 7.1(b)**, including the defense or settlement of any claims and the making of payments with respect hereto, shall be binding upon all of the Selling Shareholders, and no Selling Shareholder shall have the right to object, dissent, protest or otherwise contest the same. The Selling Shareholder Representative shall incur no liability to the Selling Shareholders with respect to any action taken or suffered by the Selling Shareholder Representative in reliance upon any notice, direction, instruction, consent, statement or other documents believed by him to be genuinely and duly authorized, nor for any other action or inaction with respect to the indemnification obligations of Buyer under **Section 7.1(b)**, including the defense or settlement of any claims and the making of payments with respect thereto, except to the extent resulting from the Selling Shareholder Representative's own willful misconduct or gross negligence. The Selling Shareholder Representative may, in all questions arising under this Agreement and the Exhibits, rely on the advice of counsel, and for anything done, omitted or suffered in good faith by the Selling Shareholder Representative shall not be liable to the Selling Shareholders.


(e) The Buyer and the Seller shall be able to rely conclusively on the instructions and decisions of the Selling Shareholder Representative with respect to the indemnification obligations of the Buyer under **Section 7.1(b)**, including the defense or settlement of any claims or the making of payments with respect thereto, or as to any other actions required or permitted to be taken by the Selling Shareholder Representative hereunder, and no Party hereunder shall have any cause of action against the Buyer and the Seller to the extent they have relied upon the instructions or decisions of the Selling Shareholder Representative.

(f) The Selling Shareholders acknowledge and agree that the Selling Shareholder Representative may incur reasonable costs and expenses on behalf of the Selling Shareholders ("**Selling Shareholder Representative Expenses**"). Each Selling Shareholder agrees to pay the Selling Shareholder Representative, promptly upon demand by the Selling Shareholder Representative therefor, its portion of any Selling Shareholder Representative Expenses.

IN WITNESS WHEREOF, the Parties hereto have duly executed this Asset Purchase Agreement as of the date first above written.

BUYER:

PHYSICANS PRACTICE PLUS LLC

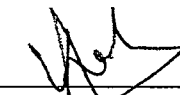
By: 
Name:
Title:

SELLER:


PORTECK CORPORATION

By: 
Name:
Title:


SELLING SHAREHOLDERS:


Name: Arvind Walia

By: _____
Name: The Arvind Walia Irrevocable Trust

By: 
Name: The Janaminder Virk Irrevocable Trust

SELLING SHAREHOLDER
REPRESENTATIVE:


Name: Arvind Walia

(APA Signature Page)

EXHIBIT G

DISBURSEMENT AUTHORIZATION AND ITEMIZATION

Re: Sale of Porteck Corporation assets to Physicans Practice Plus LLC

The undersigned hereby directs and authorizes Purchaser to disburse, to order of Porteck Corporation, the sum of \$7,000,000.00 by wire transfers or check made payable to the following payees in the following amounts:

TOTAL PROCEEDS: \$7,000,000.00

- 1) **People's United Bank**
ABA#: 221172186
Further Credit to: GL 24411-004
Borrower Name: Porteck Corp
Account #:
Loan Type: Small Business LOC
representing payoff\$ 597,648.59
- 2) **Atlantic Health, LLC**
Wells Fargo Bank, N.A.
San Francisco, CA
Wire Routing Number: 121000248
Account Number:
Name on Account: Atlantic Health, LLC
Account Address: 1402 W Swann Avenue, Tampa, FL 33606
(PO Box 1351, Tampa, FL 33609)
representing payoff\$ 625,000.00
- 3) **Itria Ventures LLC**
Account Name: Porteck Corp
Beneficiary Bank: Silicon Valley Bank
Beneficiary Bank Address: 3003 Tasman Drive, Santa Clara, CA 95054
Routing Transit#: 121140399
Beneficiary Name: ITRIA Ventures LLC
Beneficiary Address: 333 7th Avenue, 18th Floor, New York, NY 10001
Beneficiary Account#:
representing payoff\$ 471,527.74
- 4) **Itria Ventures LLC**
Account Name: Porteck Corp
Beneficiary Bank: Silicon Valley Bank
Beneficiary Bank Address: 3003 Tasman Drive, Santa Clara, CA 95054
Routing Transit#: 121140399
Beneficiary Name: ITRIA Ventures LLC
Beneficiary Address: 333 7th Avenue, 18th Floor, New York, NY 10001
Beneficiary Account#:
representing payoff\$ 189,555.48
- 5) **Swift Financial Corporation**
Account Name: Porteck Corporation
Advance #:
Beneficiary Bank: Silicon Valley Bank
Beneficiary Bank Address: 3003 Tasman Drive, Santa Clara, CA 95054
Routing Transit#: 121140399
Beneficiary Name: Swift Financial Corporation
Beneficiary Mailing Address: 501 Carr Road, Suite 301, Wilmington, DE 19809
representing payoff\$ 240,056.25

- 6) PCA Note
Steven Landy & Associates, PLLC, as attorneys,
ABA Routing No.: 021909300
Account No.:
Name on Account: Steven Landy & Associates PLLC, Attorney Trust Account
Account Address: 270 Madison Avenue, Suite 1400, NY, NY 10016
Bank Name: Hudson Valley Bank
Bank Address: Lincoln Building Branch, 60 East 42nd Street, NY, NY 10165
representing payoff\$ 300,000.00
- 7) Steven Landy & Associates, PLLC, as attorneys,
ABA Routing No.: 021909300
Account No.:
Name on Account: Steven Landy & Associates PLLC, Attorney Trust Account
Account Address: 270 Madison Avenue, Suite 1400, NY, NY 10016
Bank Name: Hudson Valley Bank
Bank Address: Lincoln Building Branch, 60 East 42nd Street, NY, NY 10165
representing balance of closing proceeds.....\$4,576,211.94

TOTAL DISBURSEMENT.....\$7,000,000.00

The foregoing constitutes disbursement of the entire cash proceeds, and such disbursement is hereby approved by the undersigned.

Dated: March 3, 2015

PORTECK CORPORATION

By: Steven Landy
Steven Landy as Authorized Agent

EXHIBIT H

FW: Comments Please

From:

Ted Brindamour <tbrindamour@sageci.com>

To:

Paul Parmar <paul@constellationhealthgroup.com>

Date:

Wed, 17 May 2017 16:52:39 -0400

Attachments:

AllRad Direct Diligence Report - 5-18-2017 Draft.pptx (264.09 kB)

Sent from my Windows Phone

From: Ted Brindamour

Sent: 5/17/2017 2:21 PM

To: Arvind Walia

Subject: Comments Please

Arvind, Please let me know if this is going to meet the needs. I will make changes and complete (as described in presentation) tomorrow AM. I am on Central time, so may be early PM for you.

Best Regards,

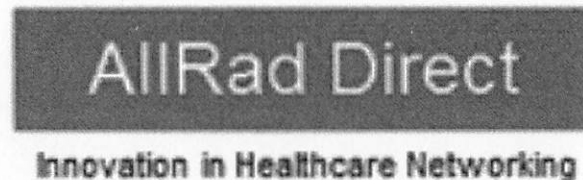
Ted Brindamour

Sage Group

EHREN-WALIA 003966



Premier Management Consulting



AllRad Direct Due Diligence Findings

Draft Report

May 18, 2017



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Chicago Office: 455 East State Parkway, Suite# 203-204, Schaumburg, IL
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Asian HQ: B-42, Sector 59, NOIDA - 201301, INDIA
Phone: 011-91-120-3088262 Facsimile: 011-91-120-3088266 www.sageci.com

AllRad Direct

Innovation in Healthcare Networking

Table of Contents

- Objectives and Information Sources
- Product Overview
- Strategic Fit and Synergies
- Detailed Assessment
- Price Justification Assessment
- Recommendations



Objective

To develop a comprehensive understanding of the functionality and technology stack for AllRad Direct's Network Management Solution.

- ☐ Assess the existing functionality in terms of capability to support the business requirements for a provider network in an Accountable Care Organization.
- ☐ Assess the development effort required to eliminate any identified gaps in required functionality
- ☐ Assess the fit with the existing CHT technology stack
- ☐ Determine the feasibility of integrating with the existing CHT Healthcare Applications

Information Sources**Primary Research**

- ☐ Functional Review of Software
- ☐ Technical Review of Software

Secondary Research

- ☐ Market research reports and publications from key industry associations
- ☐ Publicly available information –company websites, media coverage, industry publications, press clippings, etc.

AllRad Direct

Innovation in Healthcare Networking

Product Overview

Network Management Solution Overview

AllRad Direct (AllRad) designed and developed a healthcare network management system which they used for radiology referrals. Their innovative technology took three 25 developers over 4 years to develop and enhance. The company believes that the total cost was between \$6 and \$8 million. company with one service and an innovative software solution.

The network management solution automates the entire referrals process including scheduling patient appointments, patient appointment follow-up including gathering and communicating imaging results. The system automatically communicates the physiological and clinical data required from the radiological provider to ensure the highest quality of service from the referred facility and the quickest and most accurate diagnosis for the patient. Although the focus of the AllRad Direct development effort was radiology referrals, the generic nature of the software allows easy adaptation for other specialties, labs, and physical therapy facilities.





Strategic Fit and Synergies

Strategic Fit and Synergies

CHT's strategic direction is leverage its industry position as a leading RCM provider and IPA operator to move into the far more lucrative business as an ACO. With a technology platform that already includes PM, RCM, and BI, applications; CHT is well positioned to make the transition. In addition to the existing CHT applications an ACO requires a network management system to coordinate care between providers. The AllRad Network Management Solution is a big step in the right direction. While this acquisition will not provide a complete network management solution for a CHT ACO, it will provide a robust starting point, with many of the features required for an ACO.

CHT will want to leverage the NYNM network to build a future ACO. Currently the NYNM physicians and practices use many different EHR systems. AllRad's Network Management Solution has been designed to easily integrate with most EHR systems, which means that it will make an ideal interface system between existing CHT applications and ACO participating providers and also out-of-network providers.

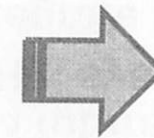
The AllRad Solution uses the same Microsoft development platform and database as CHT's proprietary Pegasus applications, PARCS and Pegasus BI, which ensures that the same team of technology experts CHT uses for development, support, and enhancement of the existing applications can also be used for the Network Management Solution.

Detailed Assessment

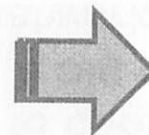
Functionality Assessment

AllRad's Health Network Management Solution delivers the following capabilities to network participants.

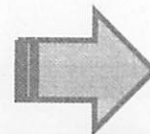
- ☐ Referrals
 - Specialists
 - Imaging and Labs
 - Physical Therapy
 - Hospitals, Surgery Centers, and Long Term Care Facilities
 - Pharmacies
- ☐ Patient Scheduling and Pre-Authorization
- ☐ Billing and Follow-up
 - Insurance both primary and secondary
 - HCFA and EOB features
- ☐ Payer Management
 - Contracts and Fee Schedules
 - Claim Submission
 - PPO management
- ☐ Alerts and Notifications
 - Patients
 - Providers
- ☐ Robust Reporting Capabilities



Functionality requires additional enhancements/development



Functionality is not as robust as PARCS and Orion RCM Applications.



BI provides superior functionality, move reports to BI platform..

Functionality Assessment

- ☐ Provider Portal
 - Management and Status Reporting
 - Schedule Change Management
 - Payment Tracking and Reporting
- ☐ Data Collection and Storage
 - Patient Demographics
 - Patient Procedure and Clinical Documentation
 - Billing and Payment Processing and Reporting
- ☐ Automatically Schedules Patient Procedures
 - Contacts patients via fax, e-mail, mail, and phone
 - Enables patient call in and real time scheduling with provider
- ☐ Patient Portal
 - Medical History Request and Reporting
 - Payments and Payment Reporting
 - Appointment Request and Scheduling/Re-scheduling
 - Demographic Data and Insurance Coverage Maintenance
- ☐ Automated notifications and reminders of appointments
- ☐ Automated Alerts when schedules are changed

Technology Assessment

The AllRad Health Network Management Solution is built on a Microsoft technology platform which delivers a highly versatile and dynamic architecture to ensure the highest levels of security, compliance, reliability, and performance. The architecture is designed to be a cloud based SaaS solution to support any scalability, performance, and availability requirements. The following are the key components of the architecture:

Components

- SQL Server
- .NET 4.5
- HL7 interfaces
- EDI and Secure FTP file transfer and communications
- Fully HIPAA compliant

Price Justification Assessment

Initial Price Based on Company Fundamentals and Business Assumptions provided: December 2014

Fundamental Description	2014 – Actual YTD	2014 Forecast	2015	2016
Revenue (forecast)				
Client forecast:				
Improve forecast				
Liabilities forecast:				
EBITDA (forecast)				
Business Assumptions				
1. All liabilities (known and anticipated) were included in liabilities forecast				
2. Client forecast included both expected new clients and expected lost clients.				
3. Forecast accuracy is + or – 5% accurate				
4.				

Recommendations

The Sage Group has the following recommendations to ensure optimal shareholder value is realized by this acquisition:

Need to finish this slide
By Thursday Noon!

NOTE: Recommendations will include development cost estimates, limited task list with required functionality. Also include picture with how Network Management can fit into CHT application architecture.



EXHIBIT I

allrad

From:

Arvind Walia <awalia@porteck.com>

Paul Parmar <paul@constellationhealthgroup.com>, Sam Zaharis <sam.zaharis@constellationhealthgroup.com>

Date:

Thu, 18 May 2017 17:07:49 -0400

Attachments:

AllRad Direct Diligence Report - 5-18-2017 Draft.pptx (263.76 kB)

Paul and Sam

Please find the diligence report.

Sam – when can I get a contract...

Thanks

Arvind

Arvind Walia
CEO, Orion Health Corporation
100 Jericho Quadrangle, Ste 235
Jericho, NY 11753
<http://www.orionhealthcorp.com/>
516-874-8101 (phone)
646-536-2515 (fax)
1-770-6222 (Mobile)

EHREN-WALIA 003977

AllRad Direct

Innovation in Healthcare Networking



Premier Management Consulting

AllRad Direct

Innovation in Healthcare Networking

AllRad Direct Due Diligence Findings

Draft Report

May 18, 2017



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